

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

2014

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning , and ending

Name of foundation THE WINTHROP ROCKEFELLER FOUNDATION		A Employer identification number 71-0285871
Number and street (or P.O. box number if mail is not delivered to street address) 225 EAST MARKHAM STREET	Room/suite 200	B Telephone number (501) 376-6854
City or town, state or province, country, and ZIP or foreign postal code LITTLE ROCK, AR 72201		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 145,227,366.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	89,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	365,665.	365,665.		STATEMENT 1
	4 Dividends and interest from securities	2,961,562.	2,961,562.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,163,726.			
	b Gross sales price for all assets on line 6a	26,441,117.			
	7 Capital gain net income (from Part IV, line 2)		6,163,726.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	17,586.	17,586.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	9,597,539.	9,508,539.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	640,101.	77,989.	0.	562,111.
	14 Other employee salaries and wages	352,548.	0.	0.	352,548.
	15 Pension plans, employee benefits	290,773.	13,929.	0.	276,844.
	16a Legal fees STMT 4	21,445.	0.	0.	21,445.
	b Accounting fees STMT 5	58,286.	13,000.	0.	45,286.
	c Other professional fees STMT 6	1,088,093.	484,784.	0.	603,309.
	17 Interest	22,324.	21,532.	0.	792.
	18 Taxes STMT 7	247,274.	89,602.	0.	0.
	19 Depreciation and depletion	53,906.	0.	0.	
	20 Occupancy	128,649.	0.	0.	128,649.
	21 Travel, conferences, and meetings	78,216.	878.	0.	77,338.
	22 Printing and publications	57,462.	0.	0.	57,462.
	23 Other expenses STMT 8	680,114.	133,002.	0.	461,790.
	24 Total operating and administrative expenses. Add lines 13 through 23 STMT 18	3,719,191.	834,716.	0.	2,587,574.
	25 Contributions, gifts, grants paid STMT 20	3,757,146.			3,671,888.
26 Total expenses and disbursements. Add lines 24 and 25	7,476,337.	834,716.	0.	6,259,462.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,121,202.				
b Net investment income (if negative, enter -0-)		8,673,823.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments			20,856,375.	20,366,164.	20,366,164.
	3	Accounts receivable	253.				
		Less: allowance for doubtful accounts			357.	253.	253.
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 11		91,206,956.	88,814,727.	88,814,727.
	c	Investments - corporate bonds	STMT 12		29,827,027.	30,519,903.	30,519,903.
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis	435,575.					
	Less: accumulated depreciation	280,336.		178,743.	155,239.	155,239.	
15	Other assets (describe)	STATEMENT 13)		5,052,606.	5,371,080.	5,371,080.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			147,122,064.	145,227,366.	145,227,366.	
Liabilities	17	Accounts payable and accrued expenses		274,491.	299,520.		
	18	Grants payable		3,116,312.	3,201,590.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)			3,390,803.	3,501,110.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		143,731,261.	141,726,256.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances			143,731,261.	141,726,256.		
31	Total liabilities and net assets/fund balances			147,122,064.	145,227,366.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	143,731,261.
2	Enter amount from Part I, line 27a	2	2,121,202.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	54,443.
4	Add lines 1, 2, and 3	4	145,906,906.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	4,180,650.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	141,726,256.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	26,441,117.		20,277,391.	6,163,726.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			6,163,726.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	6,163,726.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	5,427,176.	132,374,024.	.040999
2012	6,614,196.	124,458,087.	.053144
2011	7,658,054.	125,708,607.	.060919
2010	7,415,301.	118,410,948.	.062623
2009	8,037,938.	106,264,684.	.075641

2	Total of line 1, column (d)	2	.293326
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.058665
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	140,313,722.
5	Multiply line 4 by line 3	5	8,231,505.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	86,738.
7	Add lines 5 and 6	7	8,318,243.
8	Enter qualifying distributions from Part XII, line 4	8	6,509,196.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	173,476.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	173,476.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	173,476.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	183,059.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	183,059.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,583.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	9,583.	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>AR</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.WRFOUNDATION.ORG/WWW.GUIDESTAR.ORG
14 The books are in care of ANDREA M. DOBSON Telephone no. (501) 376-6854
Located at 225 EAST MARKHAM STREET, STE 200, LITTLE ROCK, AR ZIP+4 72201
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 15** Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		640,101.	112,194.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CORY ANDERSON - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	VICE-PRESIDENT 50.00	157,645.	20,435.	0.
ANDREW FORD - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	INTERIM SENIOR ASSOCIATE, EDUCATION 40.00	67,048.	10,439.	0.
MICHAEL CASTENS - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	GRANT AND OPERATIONS MANAGER 40.00	55,737.	10,683.	0.
RUSSELL CAREY - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	PROGRAM ASSOCIATE 40.00	50,117.	10,109.	0.
TAKEMA BRADBERRY - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	ASSISTANT 40.00	15,565.	2,000.	0.
Total number of other employees paid over \$50,000				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BOSTON CONSULTING GROUP, INC - ONE BEACON STREET, 10TH FLOOR, BOSTON, MA 02108	EDUCATION CONSULTING	250,000.
KR CAPITAL ADVISORS, INC. - 750 LEXINGTON AVENUE, SUITE 2402, NEW YORK, NY 10022	INVESTMENT MANAGEMENT	111,782.
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE ST., CHICAGO, IL 60603	INVESTMENT CUSTODY/ MANAGEMENT SERVICES	109,679.
HEWITT ENNISKNUPP INC., AN AON COMPANY 39584 TREASURY CENTER, CHICAGO, IL 60694	INVESTMENT OVERSIGHT AND ADVISING	105,343.
CBRE CLARION SECURITIES - 201 KING OF PRUSSIA ROAD, SUITE 600, RADNOR, PA 19087	INVESTMENT MANAGEMENT	51,624.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 18	
	421,130.
2 SEE STATEMENT 18	
	207,117.
3 SEE STATEMENT 18	
	161,500.
4 SEE STATEMENT 18	
	87,046.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 INCREASED INVESTMENT IN SOUTHERN BANCORP	
	249,734.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	249,734.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	138,182,163.
b	Average of monthly cash balances	1b	4,268,316.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	142,450,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	142,450,479.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,136,757.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	140,313,722.
6	Minimum investment return. Enter 5% of line 5	6	7,015,686.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	7,015,686.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	173,476.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	173,476.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,842,210.
4	Recoveries of amounts treated as qualifying distributions	4	65,244.
5	Add lines 3 and 4	5	6,907,454.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,907,454.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,259,462.
b	Program-related investments - total from Part IX-B	1b	249,734.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,509,196.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,509,196.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				6,907,454.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	2,272,839.			
b From 2010	1,380,544.			
c From 2011	1,391,133.			
d From 2012	420,036.			
e From 2013				
f Total of lines 3a through e	5,464,552.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	6,509,196.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				6,509,196.
e Remaining amount distributed out of corpus			0.	
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	398,258.			398,258.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,066,294.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	89,000.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	1,785,581.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,191,713.			
10 Analysis of line 9:				
a Excess from 2010	1,380,544.			
b Excess from 2011	1,391,133.			
c Excess from 2012	420,036.			
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

ONLINE AT WWW.WRFOUNDATION.ORG, (501) 376-6854
225 EAST MARKHAM STREET, SUITE 200, LITTLE ROCK, AR 72201

b The form in which applications should be submitted and information and materials they should include:

SEE STATEMENT 19

c Any submission deadlines:

SEE STATEMENT 19

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE STATEMENT 19

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 20 VARIOUS LITTLE ROCK, AR 72201			SEE STATEMENT 20	3,670,689.
YOUNG ADULT OPPORTUNITY CENTER 1200 BISHIP WARREN DRIVE LITTLE ROCK, AR 72204		PC	TO PROVIDE COMPUTERS AND OTHER TECHNOLOGICAL EQUIPMENT	1,199.
Total				3,671,888.
b Approved for future payment				
SEE STATEMENT 20 VARIOUS LITTLE ROCK, AR 72201			SEE STATEMENT 20	2,299,210.
Total				2,299,210.

THE WINTHROP ROCKEFELLER FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a ADVISORY-SHORT TERM (SEE STMT 15D)	P		
b ADVISORY-LONG TERM (SEE STMT 15D)	P		
c BLACKROCK-SHORT TERM (SEE STMT 15I)	P		
d GMO-LONG TERM (SEE STMT 15J)	P		
e HERNDON-SHORT TERM (SEE STMT 15F)	P		
f HERNDON-LONG TERM (SEE STMT 15F)	P		
g KR CAPITAL-SHORT TERM (SEE STATEMENT 15A)	P		
h KR CAPITAL-LONG TERM (SEE STATEMENT 15A)	P		
i PIMCO-SHORT TERM (SEE STMT 15C)	P		
j PIMCO-LONG TERM (SEE STMT 15C)	P		
k RANGER-SHORT TERM (SEE STMT 15H)	P		
l RANGER-LONG TERM (SEE STMT 15H)	P		
m CASH ACCOUNT-SHORT TERM (SEE STMT 15G)	P		
n ARTISIAN-SHORT TERM (SEE ATTACHED 15K)	P		
o ARTISIAN-LONG TERM (SEE ATTACHED 15K)	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 340,847.		323,448.	17,399.
b 1,721,737.		1,085,173.	636,564.
c 400,000.		388,901.	11,099.
d 1,000,000.		1,157,299.	-157,299.
e 2,344,735.		2,331,907.	12,828.
f 2,153,973.		1,502,692.	651,281.
g 567,211.		496,302.	70,909.
h 2,128,423.		1,414,735.	713,688.
i 622,806.		614,634.	8,172.
j 4,327,194.		4,234,416.	92,778.
k 1,214,869.		1,306,651.	-91,782.
l 1,896,601.		1,168,648.	727,953.
m 1,262.		1,167.	95.
n 139,224.		143,435.	-4,211.
o 285,777.		288,466.	-2,689.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			17,399.
b			636,564.
c			11,099.
d			-157,299.
e			12,828.
f			651,281.
g			70,909.
h			713,688.
i			8,172.
j			92,778.
k			-91,782.
l			727,953.
m			95.
n			-4,211.
o			-2,689.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

THE WINTHROP ROCKEFELLER FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
b	MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
c	MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
d	MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
e	MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
f	MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
g	CBRE-SHORT TERM (SEE STMT 15B)	P		
h	CBRE-LONG TERM (SEE STMT 15B)	P		
i	P/T: MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUN	P		
j	P/T: MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUN	P		
k	P/T: D.S.V. II, LP (SEE STMT 16B)	P		
l	REGULATED FUTURES CONTRACTS			
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	189,885.		186,401.	3,484.
b	1,510,115.		1,133,446.	376,669.
c	50,498.			50,498.
d	836,509.			836,509.
e	35,179.			35,179.
f	22,786.			22,786.
g	1,425,371.		1,420,119.	5,252.
h	1,500,187.		1,078,995.	421,192.
i	66,735.			66,735.
j	206,853.			206,853.
k	1,314.			1,314.
l			556.	-556.
m	1,451,026.			1,451,026.
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,484.
b			376,669.
c			50,498.
d			836,509.
e			35,179.
f			22,786.
g			5,252.
h			421,192.
i			66,735.
j			206,853.
k			1,314.
l			-556.
m			1,451,026.
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	6,163,726.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Name of the organization

THE WINTHROP ROCKEFELLER FOUNDATION

Employer identification number

71-0285871

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization THE WINTHROP ROCKEFELLER FOUNDATION	Employer identification number 71-0285871
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TRUST U/W WINTHROP ROCKEFELLER 2230 COTTONDALE LANE, SUITE 6 LITTLE ROCK, AR 72202	\$ 89,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE WINTHROP ROCKEFELLER FOUNDATION	Employer identification number 71-0285871
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization THE WINTHROP ROCKEFELLER FOUNDATION	Employer identification number 71-0285871
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.

FORM 990-PF

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

2014

Name **THE WINTHROP ROCKEFELLER FOUNDATION** Employer identification number **71-0285871**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment			
1	Total tax (see instructions)	1	173,476.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	173,476.
4	Enter the tax shown on the corporation's 2013 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	255,789.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	173,476.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

6	<input type="checkbox"/> The corporation is using the adjusted seasonal installment method.
7	<input checked="" type="checkbox"/> The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/14	06/15/14	09/15/14	12/15/14
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	23,390.	27,623.	40,681.	17,506.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	43,059.	50,000.	45,000.	45,000.
<i>Complete lines 12 through 18 of one column before going to the next column.</i>				
12 Enter amount, if any, from line 18 of the preceding column		19,669.	42,046.	46,365.
13 Add lines 11 and 12		69,669.	87,046.	91,365.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	43,059.	69,669.	87,046.	91,365.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	19,669.	42,046.	46,365.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.
LHA For Paperwork Reduction Act Notice, see separate instructions. Form 2220 (2014)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2014 and before 7/1/2014	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2014 and before 10/1/2014	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2014 and before 1/1/2015	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2014 and before 4/1/2015	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2015 and before 7/1/2015	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2015 and before 10/01/2015	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2015 and before 1/1/2016	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2015 and before 2/16/2016	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38			\$ 0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1	Enter taxable income for the following periods:				
a	Tax year beginning in 2011	1a			
b	Tax year beginning in 2012	1b			
c	Tax year beginning in 2013	1c			
2	Enter taxable income for each period for the tax year beginning in 2014 (see instructions for the treatment of extraordinary items).	2			
3	Enter taxable income for the following periods:		First 4 months	First 6 months	First 9 months
a	Tax year beginning in 2011	3a			Entire year
b	Tax year beginning in 2012	3b			
c	Tax year beginning in 2013	3c			
4	Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4			
5	Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5			
6	Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6			
7	Add lines 4 through 6	7			
8	Divide line 7 by 3.0	8			
9a	Divide line 2 by line 8	9a			
b	Extraordinary items (see instructions)	9b			
c	Add lines 9a and 9b	9c			
10	Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ...	10			
11a	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a			
b	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b			
c	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c			
12	Add lines 11a through 11c	12			
13	Divide line 12 by 3.0	13			
14	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14			
15	Enter any alternative minimum tax for each payment period (see instructions)	15			
16	Enter any other taxes for each payment period (see instr)	16			
17	Add lines 14 through 16	17			
18	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	18			
19	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19			

**

Part II - Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>4</u> months	First <u>7</u> months	First <u>10</u> months
20	Annualization periods (see instructions)				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	779,665.	1,700,425.	3,565,886.	4,549,998.
22	Annualization amounts (see instructions)	6.000000	3.000000	1.714290	1.200000
23a	Annualized taxable income. Multiply line 21 by line 22	4,677,990.	5,101,275.	6,112,963.	5,459,998.
23b	Extraordinary items (see instructions)				
23c	Add lines 23a and 23b	4,677,990.	5,101,275.	6,112,963.	5,459,998.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	93,560.	102,026.	122,259.	109,200.
25	Enter any alternative minimum tax for each payment period (see instructions)				
26	Enter any other taxes for each payment period (see instr)				
27	Total tax. Add lines 24 through 26	93,560.	102,026.	122,259.	109,200.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	93,560.	102,026.	122,259.	109,200.
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30	23,390.	51,013.	91,694.	109,200.

Part III - Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.					
		1st installment	2nd installment	3rd installment	4th installment
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	23,390.	51,013.	91,694.	109,200.
33	Add the amounts in all preceding columns of line 32 (see instructions)		23,390.	51,013.	91,694.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	23,390.	27,623.	40,681.	17,506.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	43,369.	43,369.	43,369.	43,369.
36	Subtract line 38 of the preceding column from line 37 of the preceding column		19,979.	35,725.	38,413.
37	Add lines 35 and 36	43,369.	63,348.	79,094.	81,782.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	23,390.	27,623.	40,681.	17,506.

Form 2220 (2014)

** ANNUALIZED INCOME INSTALLMENT METHOD USING OPTION 1

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ADVISORY RESEARCH	10.	10.	10.
BLACKROCK	4,649.	4,649.	4,649.
BOND INDEX	216,942.	216,942.	216,942.
HERNDON	14.	14.	14.
KR CAPITAL	16.	16.	16.
NORTHERN TRUST - CASH	5.	5.	5.
NORTHERN TRUST - CASH	3,336.	3,336.	3,336.
PASSTHROUGH - DIAMOND STATE VENTURES II, LLC	73,910.	73,910.	73,910.
PASSTHROUGH - DIAMOND STATE VENTURES III, LLC	16,695.	16,695.	16,695.
PASSTHROUGH - FUND FOR ARKANSAS' FUTURE	4.	4.	4.
PASSTHROUGH - MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, LP	45.	45.	45.
PIMCO	44,927.	44,927.	44,927.
RANGER	7.	7.	7.
RUSSELL 1000	154.	154.	154.
SOUTHERN BANCORP	4,951.	4,951.	4,951.
TOTAL TO PART I, LINE 3	365,665.	365,665.	365,665.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ADVISORY RESEARCH	42,074.	4,629.	37,445.	37,445.	37,445.
ARTISAN INTERNATIONAL	143,435.	0.	143,435.	143,435.	143,435.
BLACKROCK	1,282,743.	813,755.	468,988.	468,988.	468,988.
CBRE	234,208.	24,654.	209,554.	209,554.	209,554.
COMMUNITY CAPITAL	292,078.	0.	292,078.	292,078.	292,078.
GMO	1,240,674.	551,144.	689,530.	689,530.	689,530.
HERNDON	130,254.	2,833.	127,421.	127,421.	127,421.
KR CAPITAL	193,439.	7,617.	185,822.	185,822.	185,822.
NORTHERN TRUST - CASH	8,616.	8,612.	4.	4.	4.
PASSTHROUGH - LAZARD	535.	0.	535.	535.	535.
PASSTHROUGH - MONDRIAN FOCUSED EMERGING MARKTS	370,347.	0.	370,347.	370,347.	370,347.

PIMCO	286,110.	37,782.	248,328.	248,328.	248,328.
RANGER	13,256.	0.	13,256.	13,256.	13,256.
RUSSELL 1000	174,819.	0.	174,819.	174,819.	174,819.
TO PART I, LINE 4	4,412,588.	1,451,026.	2,961,562.	2,961,562.	2,961,562.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NT BOND FUND TRUST MISCELLANEOUS INVESTMENT INCOME	9,084.	9,084.	0.
MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, LP	7,786.	7,786.	0.
BLACKROCK	716.	716.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	17,586.	17,586.	0.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WRIGHT, LINDSEY, & JENNINGS - GENERAL BUSINESS COUNSEL	21,445.	0.	0.	21,445.
TO FM 990-PF, PG 1, LN 16A	21,445.	0.	0.	21,445.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JPMS COX - AUDIT AND TAX PREPARATION SERVICES	49,312.	13,000.	0.	36,312.
LOVE AND ASSOCIATES - QUARTERLY INTERNAL AUDIT REVIEWS	2,418.	0.	0.	2,418.
GUENTHER ACCOUNTING SOLUTIONS - PAYROLL PROCESSING AND TIMEKEEPING	4,800.	0.	0.	4,800.

COMPLETE PAYROLL SERVICES - PAYROLL PROCESSING AND TIMEKEEPING SERVICES	1,756.	0.	0.	1,756.
TO FORM 990-PF, PG 1, LN 16B	58,286.	13,000.	0.	45,286.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT OVERSIGHT	95,735.	95,735.	0.	0.
MANAGEMENT FEES - REITS	51,624.	51,624.	0.	0.
INVESTMENT MGMT FEES - KR CAPITAL	111,782.	111,782.	0.	0.
INVESTMENT MGMT FEES - NORTHERN TRUST	202.	202.	0.	0.
INVESTMENT MGMT FEES - ADVISORY RESEARCH	45,890.	45,890.	0.	0.
CUSTODIAL BANK FEES	94,940.	94,940.	0.	0.
ADVISORY FEES - KR CAPITAL	142.	142.	0.	0.
TRUSTEE FEES- NT BOND INDEX FUND	4,296.	4,296.	0.	0.
PROGRAM EVALUATION	1,875.	0.	0.	1,875.
CONSULTING FEES	48,359.	0.	0.	48,359.
CONSULTING FEES - PROGRAM	138,106.	0.	0.	138,106.
COMMUNICATIONS SUPPORT - PROGRAM	51,700.	0.	0.	51,700.
INVESTMENT MGMT FEES - HERNDON	40,445.	40,445.	0.	0.
INVESTMENT MGMT FEES - RANGER	38,683.	38,683.	0.	0.
AR GLR & OTL	113,269.	0.	0.	113,269.
PROFESSIONAL FEES-BOND INDEX	1,045.	1,045.	0.	0.
FORWARD ARKANSAS INITIATIVE	250,000.	0.	0.	250,000.
TO FORM 990-PF, PG 1, LN 16C	1,088,093.	484,784.	0.	603,309.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	157,672.	0.	0.	0.	
FOREIGN TAXES	89,602.	89,602.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	247,274.	89,602.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	16,290.	0.	0.	16,290.	
POSTAGE	1,344.	0.	0.	1,344.	
DUES & SUBSCRIPTIONS	61,393.	0.	0.	61,393.	
OFFICE EXPENSES	201,218.	0.	0.	201,218.	
PROGRAM EXPENSES	203,206.	0.	0.	203,206.	
ACCRUAL TO CASH CONVERSION PASSTHROUGH PORTFOLIO DEDUCTIONS	0.	0.	0.	-79,704.	
CONVENTIONS AND MEETINGS	15,740.	10,122.	0.	0.	
PROFESSIONAL DEVELOPMENT	14,968.	0.	0.	14,968.	
PASSTHROUGH LOSSES - FUND FOR ARKANSAS FUTURE	11,689.	0.	0.	11,689.	
COMMITTEE SUPPORT - TRUSTEE	22,056.	22,056.	0.	0.	
BANK CHARGES	4,274.	0.	0.	4,274.	
BOARD APPRECIATION	78.	0.	0.	78.	
TRUSTEE OPERATIONS EXPENSE	250.	0.	0.	250.	
COMPUTER TRAINING	23,264.	0.	0.	23,264.	
PASSTHROUGH LOSSES - DIAMOND STATE VENTURES II	3,520.	0.	0.	3,520.	
PASSTHROUGH LOSSES - DIAMOND STATE VENTURES III	53,602.	53,602.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	47,222.	47,222.	0.	0.	
	680,114.	133,002.	0.	461,790.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
FUND FOR ARKANSAS' FUTURE, LLC	22,823.
DIAMOND STATE VENTURES II, L.P.	1,093.
DIAMOND STATE VENTURES III, L.P.	30,527.
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TOTAL TO FORM 990-PF, PART III, LINE 3	54,443.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
UNREALIZED GAINS/(LOSSES) ON INVESTMENTS	3,569,863.
CASH VERSUS ACCRUAL BASIS ON INTEREST	666.
MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, L.P.	609,589.
LAZARD, LTD	532.
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TOTAL TO FORM 990-PF, PART III, LINE 5	4,180,650.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ARTISAN - SEE STATEMENT 21	14,810,128.	14,810,128.
KR CAPITAL - SEE STATEMENT 21	11,677,248.	11,677,248.
GMO INT'L FUND - SEE STATEMENT 21	14,315,340.	14,315,340.
CBRE CLARION REITS - SEE STATEMENT 21	6,877,632.	6,877,632.
ADVISORY RESEARCH EQUITIES - SEE STATEMENT 21	3,824,897.	3,824,897.
HERNDON CAPITAL EQUITIES - SEE STATEMENT 21	7,428,227.	7,428,227.
BLACKROCK EQUITY - SEE STATEMENT 21	13,982,197.	13,982,197.
RANGER EQUITIES - SEE STATEMENT 21	4,182,493.	4,182,493.
RUSSELL 1000 GROWTH EQUITIES	11,716,565.	11,716,565.
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TOTAL TO FORM 990-PF, PART II, LINE 10B	88,814,727.	88,814,727.

FORM 990-PF	CORPORATE BONDS	STATEMENT	12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
NTGI BOND FUND - SEE STATEMENT 21	12,433,158.	12,433,158.	
PIMCO FIXED INCOME FUND - SEE STATEMENT 21	6,686,073.	6,686,073.	
CCM FIXED INCOME FUND - SEE STATEMENT 21	11,400,672.	11,400,672.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	30,519,903.	30,519,903.	

FORM 990-PF	OTHER ASSETS	STATEMENT	13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	4,892,168.	5,076,658.	5,076,658.
ACCRUED INTEREST RECEIVABLE	138,188.	272,172.	272,172.
WRCT IN LIEU OF GRANT RECEIVABLE	22,250.	22,250.	22,250.
TO FORM 990-PF, PART II, LINE 15	5,052,606.	5,371,080.	5,371,080.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SHERECE WEST-SCANTLEBURY 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	PRESIDENT & CEO 50.00	267,018.	38,756.	0.
ANDREA DOBSON 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	COFO 50.00	205,150.	40,215.	0.
JERRY ADAMS 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.36	0.	0.	0.
RENE BRYCE-LAPORTE 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 3.28	0.	0.	0.
VICKI SAVIERS 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.42	0.	0.	0.
LISENNE ROCKEFELLER 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1.68	0.	0.	0.
DAVID RAINEY 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.95	0.	0.	0.
DIANA GONZALES WORTHEN 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.17	0.	0.	0.
ANDRE GUERRERO 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1.81	0.	0.	0.
YVETTE MURPHY-ERBY 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.90	0.	0.	0.
TOYCE NEWTON 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	CHAIR 5.79	0.	0.	0.

THE WINTHROP ROCKEFELLER FOUNDATION

71-0285871

PLEDGER E. MONK, III 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 3.45	0.	0.	0.
PHILLIP N. BALDWIN 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	VICE CHAIR 3.42	0.	0.	0.
REGAN GRUBER MOFFITT 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	BOARD SECRETARY 50.00	119,860.	22,206.	0.
SUSAN HARRIMAN 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.10	0.	0.	0.
XOCHITL DELGADO-SOLORZANO 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	BOARD LIAISON 40.00	48,073.	11,017.	0.
FREDDIE BLACK 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 3.00	0.	0.	0.
HELEN DORADO ALESSI 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1.85	0.	0.	0.
CALVIN WHITE 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.06	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>640,101.</u>	<u>112,194.</u>	<u>0.</u>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

GRANDSLAM PERFORMANCE ASSOCIATES, LLC

GRANTEE'S ADDRESS

1672 E. JOYCE BOULEVARD, SUITE 1
FAYETTEVILLE, AR 72703

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000.	09/30/13	10,000.

PURPOSE OF GRANT

SEE STATEMENT 22

GRANTEE'S NAME

FTN ASSOCIATES, LTD

GRANTEE'S ADDRESS

3 INNWOOD CIRCLE, SUITE 200
LITTLE ROCK, AR 72211

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
18,000.	09/30/05	18,000.

PURPOSE OF GRANT

SEE STATEMENT 22

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. THE WINTHROP ROCKEFELLER FOUNDATION	Employer identification number (EIN) or 71-0285871
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 225 EAST MARKHAM STREET, NO. 200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LITTLE ROCK, AR 72201	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ANDREA M. DOBSON

• The books are in the care of ▶ **225 EAST MARKHAM STREET, STE 200 - LITTLE ROCK, AR 72201**
Telephone No. ▶ **(501) 376-6854** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ **X** calendar year **2014** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	183,059.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	183,059.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.